

State of Oregon

Department of Commerce Corporation Division

I, Jane Edwards, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, do hereby certify that I have carefully compared the annexed copies—

with the record now on file in my office, and that the same is a correct transcript therefrom, and of the whole thereof. I further certify that this authentication is in due form and by the proper officer.

In Testimony Whereof, *I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 25th day of June, 19 84.*



Jane Edwards

Corporation Commissioner

By *Betty L. Cofky*

State of Oregon

Department of Commerce Corporation Division

Certificate of Merger

The undersigned, as Corporation Commissioner of the State of Oregon, hereby certifies that one original and one true copy of Articles of Merger duly signed and verified pursuant to the provisions of the Oregon Business Corporation Act, have been received in this office and are found to conform to law.

Accordingly, the undersigned, as such Corporation Commissioner, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger and attaches hereto a true copy of the Articles of Merger wherein POWER PLANT HEATING ENGINEERING COMPANY, GREAT WESTERN CHEMICAL COMPANY, MCCALL MARKETING CO. and CHEMAX, INC., all Oregon corporations and MCCALL MARKETING CORP., a Washington corporation merged with and into MCCALL REORGANIZATION CORPORATION, a Washington corporation not of record. The surviving corporation is MCCALL REORGANIZATION CORPORATION.

In Testimony Whereof, I have hereunto set my hand and

affixed hereto the seal of the Corporation Division of the

Department of Commerce of the State of Oregon this

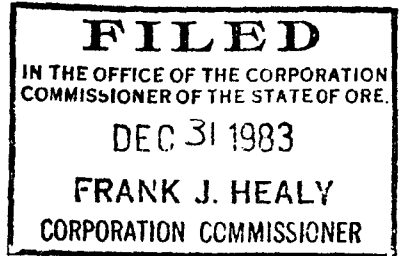
31st day of December, 1983.



Frank J. Healy

Corporation Commissioner

By Shirley Smith



ARTICLES OF MERGER
OF
McCALL REORGANIZATION CORPORATION
POWER PLANT HEATING ENGINEERING COMPANY
GREAT WESTERN CHEMICAL COMPANY
McCALL MARKETING CORP.
McCALL MARKETING CO.
CHEMAX, INC.

Pursuant to the provisions of Sections 23A.20.030 and 23A.20.070 of the Revised Code of Washington and Sections 57.465 and 57.485 of the Oregon Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. The names of the merging corporations and the states under the laws of which they are respectively organized are:

| <u>Name</u> | <u>State of Organization</u> |
|---|------------------------------|
| McCall Reorganization Corporation | Washington |
| Power Plant Heating Engineering Company | Oregon |
| Great Western Chemical Company | Oregon |
| McCall Marketing Corp. | Washington |
| McCall Marketing Co. | Oregon |
| Chemax, Inc. | Oregon |

Power Plant Heating Engineering Company, Great Western Chemical Company, McCall Marketing Corp., McCall Marketing Co., and Chemex, Inc. shall hereinafter be referred to as the Subsidiaries.

2. The plan of merger is as follows:

2.1 Merger. Each of the Subsidiaries shall be merged with and into McCall Reorganization Corporation (MRC), and MRC shall be the surviving corporation.

2.2 Effective Date. The merger shall become effective as of the later of June 30, 1983, or on the date upon which the Secretary of State of the State of Washington and the Corporation Commissioner of the State of Oregon have both issued a Certificate of Merger (the Effective Date). On the Effective Date, the separate existence of the Subsidiaries shall cease, and the Subsidiaries and MRC shall be a single corporation.

2.3 Exchange of Shares. On the Effective Date, all of the outstanding shares of each of the Subsidiaries shall be exchanged for one Common Share of McCall Family Corporation, a Washington corporation (MFC).

2.4 Delivery of Certificates. Upon the issuance of the Certificate of Merger of the Subsidiaries with and into MRC, McCall Oil and Chemical Corporation, a Washington corporation (MOCC), shall deliver to MRC or its designated agent the certificates representing all of the outstanding shares of the Subsidiaries duly endorsed in blank for transfer or cancellation. MRC shall deliver to MOCC a certificate representing five Common Shares of MFC, one share for each of the Subsidiaries.

2.5 Legend. The certificates representing the Common Shares of MFC which will be transferred to MOCC pursuant to the plan shall be endorsed with the following legend:

"The corporation shall furnish to any shareholder upon request and without charge, a full statement of the designations, preferences, limitations and relative rights of the shares of each class authorized to be issued."

2.6 Cancellation of Shares. All the outstanding shares of the Subsidiaries received by MRC shall be canceled. No shares or other securities or obligations of MRC and no cash or other property except the shares of MFC, as aforesaid, shall be transferred in exchange for any shares of the Subsidiaries.

2.7 Vesting of Assets. On the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, trade names, licenses, registrations and other assets, tangible or intangible, of the Subsidiaries shall be transferred to and vested in and devolve upon MRC without further act or deed, and all property, rights and every other interest in the subsidiaries shall be as effectively the property, rights and interests of MRC as they were of the Subsidiaries.

2.8 Assumption of Liabilities. On the Effective Date MRC shall assume and be liable for all of the liabilities and obligations of the Subsidiaries.

2.9 Bylaws. The bylaws of MRC as they shall be enforced on the Effective Date shall be and remain the bylaws of MRC until they are altered, amended or repealed.

2.10 Board of Directors. The Board of Directors of MRC shall continue in office following the Effective Date.

3. As to each of the undersigned corporations, the number of shares outstanding at the time of adoption of the plan of merger and the number of shares entitled to vote thereon was as follows:

| <u>Name of Corporation</u> | <u>Outstanding</u> | <u>Entitled to Vote</u> |
|---|--------------------|-------------------------|
| McCall Reorganization Corporation | 100 | 100 |
| Power Plant Heating Engineering Company | 4,128 | 4,128 |
| Great Western Chemical Company | 1,500 | 1,500 |
| McCall Marketing Corp. | 100 | 100 |
| McCall Marketing Co. | 100 | 100 |
| Chemax, Inc. | 5,000 | 5,000 |

4. The number of shares voted for and against the Plan of Merger were as follows:

| <u>Name of Corporation</u> | <u>For</u> | <u>Against</u> |
|---|------------|----------------|
| McCall Reorganization Corporation | 100 | -0- |
| Power Plant Heating Engineering Company | 4,128 | -0- |
| Great Western Chemical Company | 1,280 | -0- |
| McCall Marketing Corp. | 100 | -0- |
| McCall Marketing Co. | 100 | -0- |
| Chemax, Inc. | 5,000 | -0- |

5. MRC hereby agrees that it may be served with process in Oregon in any proceeding for the enforcement of any obligation of, and in any proceeding for the enforcement of the rights of a dissenting shareholder of, any of the following Subsidiaries: Power Plant Heating Engineering Company, Great Western Chemical Company, McCall Marketing Co., and Chemax, Inc. MRC irrevocably appoints the Corporation Commissioner of the State of Oregon as its agent to accept service in any such proceeding.

6. MRC hereby agrees that it will promptly pay to the dissenting shareholders of Power Plant Heating Engineering Company, Great Western Chemical Company, McCall Marketing Co. and Chemax, Inc. the amount, if any, to which they are entitled under the provisions of ORS Chapter 57 with respect to the rights of dissenting shareholders.

We, the undersigned, declare under penalty of perjury that we have examined these Articles of Merger and,

to the best of our knowledge and belief, they are true,
correct and complete.

Dated: December 20, 1983.

McCALL REORGANIZATION CORPORATION

By *Robert McCall*
President

By *Edward A. Foul*
Secretary

POWER PLANT HEATING ENGINEERING
COMPANY

By *Robert McCall*
President

By *Edward A. Foul*
Secretary

GREAT WESTERN CHEMICAL COMPANY

By *Emmet H. McCall*
President

By *Edward A. Foul*
Secretary

McCALL MARKETING CORP.

By *Robert McCall*
President

By *Edward A. Foul*
Secretary

McCALL MARKETING CO.

By *Robert McCall*
President

By *Edward A. Foul*
Secretary

CHEMAX, INC.

By *Emmet H. McCall*
President

By *Edward A. Foul*
Secretary